MICHAEL W. CARMEL LTD. 1 80 E. Columbus Phoenix, Arizona 85012-2334 2 Michael W. Carmel State Bar No. 007356 e-mail: Michael@mcarmellaw.com 3 Telephone: (602) 264-4965 Facsimile: (602) 277-0144 4 Attorneys for Defendants 5 6 IN THE UNITED STATES BANKRUPTCY COURT 7 DISTRICT OF ARIZONA 8 In Re: Chapter 11 9 MONDRIAN TTL, L.L.C., a Delaware Case No. 2:10-bk-14140 RJH limited liability company 10 11 Debtor. 12 EID # 20-1473299 13 In re: Case No. 2:10-14141 JMM 14 GRIGIO TTL, L.L.C., an Arizona limited (Jointly Administered) 15 liability company, 16 Debtor. 17 EID # 20-5787568 18 TPG (Grigio) Mezzanine LLC, a Delaware NOTICE OF REMOVAL limited liability company, 19 Plaintiff. 20 VS. 21 GRAY MEYER FANNIN LLC, an Arizona Adv. No. 2:10-ap-01247-RJH 22 limited liability company, 23 Defendant. 24 25 26

1. Gray Meyer Fannin LLC (the "Movant"), as defendant in the Maricopa County Superior Court for the District of Arizona, Case No. CV2010-020323 (the "Removed Case"), hereby removes the Removed Case to the United States Bankruptcy Court for the District of Arizona (the "Bankruptcy Court").

Entitlement to Removal.

- 2. On May 9, 2010, the Debtors commenced the above-captioned Chapter 11 cases, jointly administered under Case No. 2:10-bk-14140-RJH (the "Bankruptcy Case") in the Bankruptcy Court in the District of Arizona. The Removed Case was commenced in the Superior Court of Maricopa County on June 24, 2010. It was served on the Movant on June 30, 2010. Copies of the Superior Court docket and all Pleadings will be filed in accordance with Rule 9027-1 (c), Local Rules of Bankruptcy Procedure for the District of Arizona.
- 3. The Plaintiff in the Removed Case, TPG (Grigio) Mezzanine, LLC ("TPG") holds a claim against Debtor Mondrian TTL, L.L.C. TPG acquired the Claim shortly before the bankruptcy cases were filed. TPG alleges in the Removed Case that it is entitled to collect on the Movant's guaranty of the Claim.
- 4. TPG's filing of the Removed Case is an obvious tactic to exert pressure on the Debtors in the Bankruptcy Case. It is unnecessary and wasteful, as the Debtors explained on the first day of the Bankruptcy Case that they had a potential source of recapitalization that would provide them with more than sufficient funds to satisfy in full the TPG claim (*See* DE 11 ¶ 36). Indeed, the Debtors will soon file their plan of reorganization, and will propose a treatment of how the TPG claim will be paid.
- 5. The Removed Case accordingly is related to the Bankruptcy Case, and this Court has jurisdiction of the Removed Case pursuant to 28 U.S.C. § 1334(b). Therefore, pursuant to 28 U.S.C. § 1452(a), the Removed Case may be removed from the Superior Court to this Court.

6. As permitted by Bankruptcy Rule 9027(a)(3), this Notice of Removal is being timely filed within 30 days after the Movant's receipt of the summons and complaint, the initial pleading in the Removed Case. This Notice is filed in the Bankruptcy Court pursuant to Local Bankruptcy Rule 9027-1(a) ("A notice of removal of litigation pending in a court in Arizona, together with an adversary proceeding cover sheet, shall be filed with the bankruptcy court clerk's office in the division where the removed litigation is pending."). This removed action is within the automatic reference from the District Court to the Bankruptcy Court as provided in the District Court's General Order 01-15(1) filed June 29, 2001 ("Pursuant to 28 U.S.C. § 157(a), the court hereby refers to the bankruptcy judges for this district all cases under title 11 and all proceedings under title 11 or arising in or related to a case under title 11 as of the effective date of the present Bankruptcy Act.").

Core/Non-Core Status of Removed Case.

7. The Removed Case is a non-core proceeding within the meaning of 28 U.S.C. § 157(b) Pursuant to of 28 U.S.C. § 157(c)(2), the Movant consents to the District Court's referral of the Removed Case to the Bankruptcy court to hear and determine and to enter appropriate orders and judgments, subject to review under 28 U.S.C. § 158. Pursuant to Bankruptcy Rule 9027(a)(1), the Movant consents to the entry of final orders or judgments by the bankruptcy judge.

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1	Process and Pleadings.
2	8. A copy of the Complaint and Docket in the Removed Case is attached
3	hereto, in accordance with the Local Rules of Practice.
4	Filing in Superior Court.
5	9. Promptly after the filing hereof, the undersigned shall file a copy of this
6	notice with the Clerk of the Superior Court of Maricopa County. Removal of the cause of
7	action is effected upon filing of a copy of the notice of removal. The parties shall proceed
8	no further in the Superior Court unless and until the claim or cause of action is remanded.
9	DATED: July 7, 2010.
10	MICHAEL W. CARMEL LTD.
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12	By /s/ Michael W. Carmel (#007356)
13	Attorney for Movant
14	
15	COPY of the foregoing mailed this 7 th day of July, 2010 to:
16	Office of the United States Trustee 230 N. First Ave., Suite 204
17	Phoenix, AZ 85003-1706
18	Michael C. Manning, Esq. James E. Holland, Jr., Esq. STINSON MORRISON HECKER LLP
19	STINSON MORRISON HECKER LLP 1850 N. Central Avenue, Suite 2100
20	Phoenix, AZ 85004-4584
21	Email: mmanning@stinson.com Attorneys for TPG (Grigio) Mezzanine, LLC
22	
23	
24	/s/ Nancy G. Forty
25	15/ Timiley G. Porty
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